

Massachusetts Electric Company
40 Sylvan Road
Waltham, MA 02451

Re: Letter Agreement – Massachusetts Electric Company Use of
Communications Cable Attachments on New England Power Company
Transmission Structures in Malden, Massachusetts

Ladies and Gentlemen:

This Letter Agreement sets forth terms for Massachusetts Electric Company (MEC) to use a communications cable attached to three New England Power Company (NEP) transmission structures in Malden, Massachusetts. This Letter Agreement shall be effective as of March 16, 2011 (Effective Date) and covers NEP structures located on the MEC property at 170 Medford Street, Malden, Massachusetts, and identified as structures 158, 159 and 160 along NEP's F-158 Line (the Structures). The communications cable covered by this Letter Agreement is distinct from the cable covered by that certain Letter Agreement dated September 17, 2003 between NEP and MEC.

This communications cable will provide benefits to both MEC and NEP. This communications cable will be used by both MEC and NEP for telecommunications purposes, including, but not limited to, transmission of writing, signs, signals, pictures and/or sounds of all kinds.

In consideration of the benefits NEP will receive from the communications cable, NEP grants permission to MEC to place and maintain such cable on the Structures and grants MEC the exclusive use of such cable. MEC has acted as NEP's agent in purchasing the cable to be located on NEP's Structures. NEP owns the cable located on the Structures.

The communications cable shall be placed, maintained and, with NEP's prior consent, removed by MEC or its agents at MEC's cost and in accordance with the applicable requirements and specifications of NEP, the latest editions of the National Electrical Code, the National Electrical Safety Code, and the rules of any governing authority having jurisdiction over the subject matter, as they may be amended from time to time. Where a difference in specifications may exist, the more stringent requirement shall apply.

This Letter Agreement shall expire 364 days from the Effective Date hereof unless earlier terminated by either party upon written notification to the other party. The parties acknowledge that this Letter Agreement may be subject to review by the Massachusetts Department of Public Utilities.

If this Letter Agreement accurately sets forth our mutual understandings, please have an authorized representative indicate such approval by signing the two enclosed copies and returning one original to me and keeping one for your files.

Very truly yours,

NEW ENGLAND POWER COMPANY

By Paul R. Remand

Title: Vice President

Agreed and Accepted:

MASSACHUSETTS ELECTRIC COMPANY

By R. R. / J 3/22/11

Title: Senior Vice President